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TM
MARVEL
COMICS
GROUP

NO. 33

WEEK ENDING
MAY 25, 1977

THE GREATEST SUPERHERO OF ALL!

CAPTAIN BRITAIN

10P



Stan Lee
PRESENTS: **CAPTAIN BRITAIN!** TM

GLARING LIGHTS BLIND HIM! THE SHRILL DRONE OF MACHINERY ASSAULTS HIS EARS! SHARP THROBBING PAIN RACKS HIS MIND, BLURRING HIS MEMORY! A SLIGHT STREAM OF RED FLUID STAINS HIS CHEST! AND IN THIS CONFUSED, AGONIZING MOMENT, CAPTAIN BRITAIN IS CERTAIN OF NOTHING EXCEPT...

EVEN HEROES BLEED!

ALL THESE
GADGETS! THESE
RESTRAINTS! WHERE
AM I? WHAT'S
HAPPENED TO
ME?

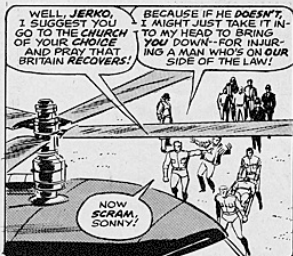
PERHAPS I WAS
CAPTURED BY SOME
ENEMY I CAN'T
REMEMBER! MAYBE
THAT'S IT-- I'M A
PRISONER!
BUT WHY?

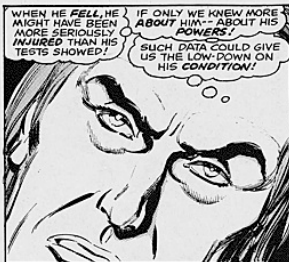
NO, TRUE BELIEVER, WE
DIDN'T FORGET WHERE WE
LEFT OFF LAST WEEK!
PEAD ON, AND WE'LL
PROVE IT TO YOU!

STORY BY **G. FRIEDRICH** * DIALOGUE BY **G. FRIEDRICH & L. LIEBER** * ART BY **R. WILSON, B. BUDIANSKY & F. KIDA** * EDITED BY **L. LIEBER**

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AND YET, INCREDIBLY--IMPOSSIBLY--THE FIGURE OF CAPTAIN BRITAIN REMAINS MOTIONLESS IN A HOSPITAL BED!

HIS E.E.G.* INDICATES ALL BRAIN FUNCTIONS HAVE CEASED--THAT HE'S DEAD!

YET, HIS HEART CONTINUES TO BEAT STRONG AND STEADY!

*ELECTRO-ENCEPHALOGRAPH--LARRY.

BUT IT'S MEDICALLY IMPOSSIBLE FOR A MAN WHOSE BRAIN HAS STOPPED FUNCTIONING TO REGISTER A HEART BEAT!

I KNOW! BUT I'M AFRAID THAT'S JUST WHAT'S HAPPENED!

DO I READ YOU RIGHT? WE HAVE A DEAD BRAIN IN A LIVE BODY?

I DON'T BELIEVE IT! NO WAY!

AND COMMANDER HUNTER WOULD BE EVEN MORE UNBELIEVING IF HE COULD WITNESS THE SCENE THE PATIENT SEES AT THAT SELF-SAME MOMENT!

THIS IS MADNESS! WHERE AM I?

WHAT IS THIS PLACE? HOW DID I GET HERE?

MERCIFUL FATHER!

THAT THING--THAT CREATURE--I DON'T KNOW IF IT'S REAL--OR IF I'M IN A DREAM!!

BUT WHICH--EVER--THE THING SEES ME! IT'S CHARGING!!





I MUSTN'T PANIC--MUST CONTROL MYSELF!

WHATEVER THIS MADNESS--I'M NOT HELPLESS!

I CAN STILL THINK AND MOVE AND FIGHT!



WHEW! I DODGED HIS FIRE-BLAST WITH NOTHING TO SPARE!



BUT IN OUR SUPERHERO'S FRANTIC ATTEMPT TO ESCAPE...

THE MONSTER--HE'S SO HEAVY, HE'S SHAKING THE GROUND!

I'M OFF BALANCE! UNNNHH! MY BACK!



BLAST! I'VE HURT MYSELF AND LOST MY STAFF! AND HERE HE COMES AGAIN!

CARRAASSHHH!



I SURVIVED-- BUT MY LEG'S CAUGHT AMONG THE FALLEN ROCKS! I CAN'T PULL IT FREE!



NIGHTMARE OR NOT, NOW I'VE HAD IT!

AND AS OUR HAPLESS HERO CONFRONTS DEATH
IN ONE SEGMENT OF TIME AND SPACE, HIS FUTURE
APPEARS EQUALLY GRIM
IN ANOTHER!

HIS HEART'S SPEED-
ING UP-- BEATING
MORE RAPIDLY!

IT'S ALMOST AS
THOUGH HE'S BEEN
RUNNING--OR WERE
IN FEARFUL DANGER!

LOOK AT HIS LEG!
THERE'S A GAPING
WOUND! IT'S BLEEDING!

BUT HIS LEG WAS FINE
WHEN WE BROUGHT HIM IN!

WHAT IN
BLAZES IS
GOING ON? THIS
BLASTED HOS-
PITAL HAS
TURNED INTO
A CIRCUS OF
HORRORS!

BELIEVE US,
COMMANDER
--WE'RE AS
PERPLEXED
AS YOU!

THERE'S NO
RATIONAL
EXPLANATION
FOR ANY OF
THIS!

WELL, RATIONAL
OR NOT, WE
CAN'T JUST
SIT BACK
AND
WATCH!

STAY ON THIS
UNTIL YOU COME
UP WITH SOME
ANSWERS!

WE CAN'T
ALLOW CAPTAIN
BRITAIN TO
DIE!

HE'S TOO
VALUABLE!

I'M AFRAID IT'S
OUT OF OUR HANDS,
SIR! SORRY!

BUT IT IS NOT OUT OF ALL HANDS! FOR, SOMEWHERE IN ANOTHER
DIMENSION FAR BEYOND OUR REACH OR COMPREHENSION...

OUR CHARGE DOTH
NOT FARE WELL,
M'LADY! MAYHAP
WE ERRED WHEN
WE GRANTED HIM
THE MAGIC
MEDALLION!

JUDGE NOT TOO
SOON, MY LORD! THE
FINAL TEST HAS NOT
YET ENDED!

AND THOUGH
TIME GROWS
SHORT FOR THE
MORTAL--

--THY
MAGIC IS STILL
HIS TO COMMAND--
AND EITHER LIVE,
OR DIE BY IT!

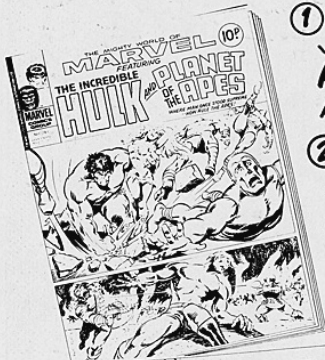
NEXT WEEK:
ALL THE ANSWERS--
HONEST! NOT TO MENTION
THE COMPLETE

ORIGIN OF
CAPTAIN BRITAIN!



the AMAZING
SPIDER-MAN®

THERE'S AT LEAST TWO GOOD REASONS WHY YOU SHOULD BUY THESE MAGNIFICENT MARVEL WEEKLIES!



① THEY'RE EACH JAM-PACKED WITH **FOUR GREAT ACTION FEATURES!**

② THEY'VE GOT FANTASTIC BACK PAGE COLOUR PIN-UPS!



GET 'EM!
THEY'RE
ON SALE
NOW!

STAN LEE PRESENTS: THE FANTASTIC FOUR!™

SUE RICHARDS HAS BEEN KIDNAPPED BY THE MONSTER FROM THE LOST LAGOON AND TAKEN TO HIS HIDDEN LAIR: AND THE REASON FOR HER ABDUCTION? THAT YET AWAITS TO BE REVEALED...

TRAPPED!

WHAT DO YOU WANT? WHY DID YOU BRING ME HERE? PLEASE I'VE GOT TO KNOW!

STAN LEE-- WRITER/EDITOR
JOHN BUSCEMA-- ARTIST
JOE SINNOTT-- INKER
JOHN COSTANZA-- LETTERER

BACK AT THE HOSPITAL, IN A SILENT, DIMLY-LIT ROOM, SUE STORM'S HUSBAND FITFULLY TOSSES AND TURNS, UNTIL--

SUE--I'VE GOT TO GO TO HER!

SHE NEEDS ME! I KNOW IT! I FEEL IT!



WHEREVER SHE IS-- I'LL FIND HER! I MUST FIND HER!



I MUST!

BUT, AS THE DESPERATE ADVENTURER TRIES TO STAND--

MY LEGS-- THEY'RE LIKE RUBBER! WEAK--I FEEL SO WEAK!

BUT I'VE GOT TO FIGHT IT--GOT TO BE STRONG--FOR SUE!



THAT'S IT! THAT'S IT! I MUST BE MASTER OF MY BODY--NOT ITS SLAVE!

I CAN FEEL MY STRENGTH RETURNING--AND--OH NO!

WE'D BETTER LOOK IN ON HIM NOW.

THEY MUSTN'T-- THEY CAN'T STOP ME AGAIN!



DOCTOR!

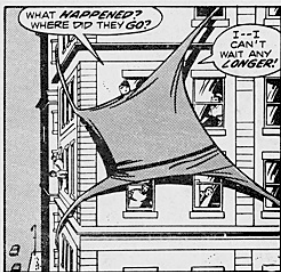
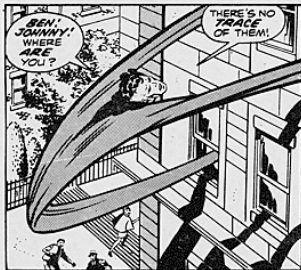
RICHARDS! COME BACK! YOU'RE STILL TOO WEAK--YOU CAN'T--



IT'S NO USE! HE WON'T LISTEN! ORDERLY--DON'T LET HIM GET PAST YOU!

HEY! LOOK WHAT'S COMIN'!

YOU HEARD THE DOC! GRAB HIM!





THEY MUST HAVE--
GONE AFTER SUE--
THEMSELVES!

BUT I'VE GOT TO
FIND THEM--
GOT TO HELP
THEM!

I JUST
NEED A FEW
SECONDS-- TO
REST-- CATCH
MY BREATH.



QUICK! UP
HERE! HE'S
ON THE ROOF!

MR. RICHARDS,
LISTEN-- YOU
DON'T KNOW
WHAT YOU'RE
DOING!

NO!
NO!
STAY
AWAY!



WE'RE
TRYING TO
HELP
YOU.

YOU NEED MORE
SLEEP! YOU'RE STILL
WEAK!

COME
BACK TO YOUR
ROOM.

MY WIFE'S
LIFE IS IN
DANGER--

-- AND
YOU SPEAK TO ME OF
SLEEP!



LOOK, THE POLICE ARE DOING
ALL THEY CAN-- AS WELL AS
YOUR OTHER TWO PARTNERS.

RICHARDS!

NOW LET
ME HELP
YOU--

I TOLD
YOU--
STAY
AWAY!

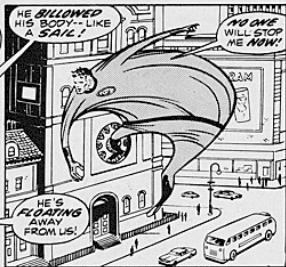


OH, MY GOD!
WHAT HAVE WE
DONE?

BY TRYING TO
HELP HIM,
WE'VE--WE'VE--

NO, DOC!
HE'S OKAY!
HE KNEW
WHAT HE
WAS DOING!

LOOK!
LOOK OVER
THE EDGE OF
THE ROOF--

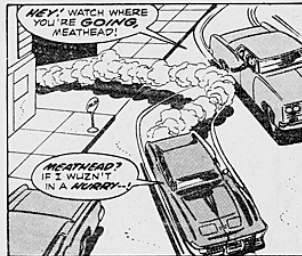


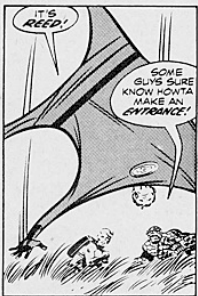
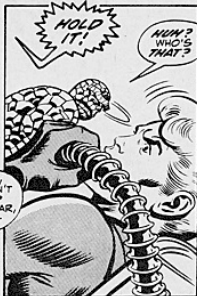
HE BILLOWED
HIS BODY-- LIKE
A SAIL!

NO ONE
WILL STOP
ME NOW!

HE'S
FLOATING
AWAY
FROM US!







JUST RAPPIN'

Dear Marvel,

Captain Britain is my second favourite mag. I think CB will make it even though he's had a bit of a shaky start. I won't bother telling you what you did wrong with CB/ Brian Braddock as I've already read dozens of letters from Spiderman fans telling you. I see you've added Spidey team-up to the mag to draw the crowds in, but was it necessary to bring Nick Fury back into the mag after just three weeks rest?

POTA folding up was inevitable as the U.S. mag from which you got the material was stopped after 29 issues.

"Fury", your new mag, hit the stands this week. It looks quite a good mag, but it's too early to make any valid comment on it yet.

M. Simpson,
18 Russell Hse, Cambridge St.,
London, SW1.

The decision to return Nick Fury to the mag was taken after a full editorial meeting. And when all the discussion had ended we were unanimous. So if it was a wrong decision then we're all guilty.

THOSE WERE THE DAYS

Dear All,

Well, here I am again, but instead of writing about Conan I have decided to give these amateurs a taste of an old Marvelite's tongue. (Note. This next part should ideally be read with violins in the background).

I was in at Marvel from the start in Britain, and have built up a fairly comprehensive collection of mags over the years, British as well as American, and so I reckon I have some experience in the matter of

Tell it to The CAPTAIN!



comics. For the newer readers, when Marvel started, and for some time after, it was basically the same format as Cap Britain is now. Posters, puzzle page and colour, not to mention my favourite aspect of old Marvels, the "blotting paper" pages. These pages were the highlight of my weekly comic hunt. It seemed friendly, as though you cared, and aye, even knew us. It seemed like a cosy little family, as though quality, and not quantity, mattered more. Then that horrible day when Marvel became plastic. It seemed like a good idea at the time. Then came the Titans

formats, and that was good, but, as with the plastic "glossy" covers, the novelty soon faded, and, for one particular Marvelite, the golden age of British Marvel had passed. Then, like the 7th Cavalry and James Bond, Captain Britain arrived. It rekindled the old spirit in me. I thought that Marvel was to start the long climb back to its peak, and I believe it still could.

All this is really just to say thank you for Captain Britain, the last memory of the way it was. So, 'til Captain Britain emigrates, Make Mine Marvel!

J. Stygall, RFO, KOF, QNS,
65 Newington Rd,
Ramsgate, Kent.

There are few things nicer than hearing from an old friend - so thanks for taking the time and trouble to write. What you're REALLY saying is that you dig Captain Britain. Check? Which is fine, because offhand we'd be hard put to find anyone to argue the point with you.

"I SAY, OLD BEAN!"

Dear Chris Claremont,

I quite like Captain Britain, especially as not all the characters say "Bloody" this or "Bloody" that; or call everyone "Mate" or "Old Chap". I know people do talk like this, but this also has to appeal to Americans eventually (I hope).

I also liked the concept of Cap's origin, and I hope I haven't seen the last of those gods as I'd like to know more about them (although this means another set of deities for Marvel to cope with).

I like the setting for the story and especially the true-life idea of him meeting in "The Flying Fish" with the rest of his university buddies. One thing I have fears of is the Brian

Friendly, Fraternal and I



ITEM! SUPER SPIDER-MAN AND THE TITANS No. 224 is nothing short of Marvelous and miraculous! Our favorite web-slingin' wonder is engaged in a battle of wits with the punitive Punisher, while the Mighty Avengers confront the enigma of the Swordsman, who comes back from the far-reaches of foreign shores as a super-hero... and brings with him a strictly madonna-like madame known

as... Mantis! Thor tinkers with the frenzied 4th Dimensional Man, as Captain America walks into the "Sting of the Scorpion!" Iron Man finds himself hard put to make mince-meat of the monstrous Mechanoid, and the Invaders learn much to their chagrin that "The Golem Walks Again!" We won't even mention the mildly-mindboggling Conan centre-spread, both pencilled and inked by Big John Buscema -- after all, that would be beyond belief!

ITEM! MIGHTY WORLD OF MARVEL No. 243 is a masterful mix of modern-day magic! Not only is the incredible Hulk at the heart of the



Braddock (hate that name!) Jacko Tanner relationship turning out as a re-run of the Peter Parker/Flash Thompson relationship. However, I hope Chief-Inspector Thomas is a regular, as I can always make room for a J.J.J. character. I hope you bring Cap (who isn't Britain's first super-hero... but who's complaining?) into contact with other Marvel folk; at least Ka-zar visiting his estate, or the Plunderer.

The art is pretty damn good, it looks like a cross between Kirby and Romita, with good inking, too. It's good to see an artist who can draw that stupid uniform and helmet that our police force wear. It's also good to see that care has been given (artwise and storywise) to the place names and other London/English details. The colours don't look quite right, but I suppose I'll get used to it. S.H.I.E.L.D. and the FF are great back-up features.

I object to the "colour-it-yourself" page, the childish gifts, the fun page, the competition for under and over nine-year-olds. Why

gear it towards kids? Get rid of these features and give the Cap Brit story more pages.

G.Wood,
Denton Square,
Newcastle.

Come now hero. We can recognise a true Merry Marvel Madman when we hear from one. We don't need to have the nose of a hound-dog to sniff out the fact that you've a wealth of Marvel experience behind you. But isn't that all the more reason to show a little tolerant understanding of the younger ones amongst us? Those that are just taking the early steps along the road that you know so well.

WELCOME JOHN AND TOM

Dear Stan and All,

Although Captain Britain ish 24 lacked its usual colour, the debut of John Buscema and Tom Palmer more than made up for it. I hope you keep these two on the art chores for good, as they help to set the mood of the book. Gary Friedrich's scripts are also something to be proud of, and this week's episode was no exception.

What with C.B. getting blown up, and the Red Skull and the Fourth Reich ready to do battle with Nick Fury and S.H.I.E.L.D., not to mention poor old Hunter, head of S.T.R.I.K.E. Thanks for everything.

Tim Rogerson,
92, Abbott Rd.,
Didcot, Oxon, OX11 8HZ

We'll let you into our little secret, Tim. We ENJOY doing it all!

LET'S TALK ABOUT COLOUR

Dear Bullpen,

I would like to inform you of the biggest mistake ever made by Marvel. What is it? Taking the colour away from Captain Britain. As I have been a Marvelite for many years I was very pleased to see a British Marvel Comic in colour. But why did you take the colour away in issue 24, just to give the comic a glossy cover? Why not have both? I'm sure many Marvelites would be prepared to pay a few pence more in order to obtain this.

Andrew Docherty,
31 Islip St.,
London, NWS 2dJ

Believe us, putting C.B. into black and white was one of the toughest decisions we've ever been called upon to take. But at the end of the day, after EVERY possibility had been examined and re-examined, we had no alternative other than to bow to harsh economic necessity. Yes, we're as certain as you are that countless Marvelites would be prepared to find the extra pence for colour, but there are many Marvelites who wouldn't be able to find the funds. For them it would have been a sad financial farewell to Captain Britain. We just HAD to think of them.

CAPTAIN BRITAIN MAILBAG
MARVEL COMICS, TUBS HILL HOUSE,
SEVENOAKS, KENT

Fun-filled Fits of Fluffery

atom (so to speak), but he catches his first glimpse of the green sweaty, Jarella! Be there, and beware! On the Planet of the Apes, a social upheaval is in effect with "The Revolt of the Gorilloids!" Daredevil is mirrored "In the Eyes of the Owl!" and watch out for the mysterious Mr. Kline, currently acting as the Owl's agent! Captain Marvel is swept up into a "Deadly Genesis!" by the Living Laser, not to confuse the star-spanning storyline with mention of the guest-star appearances by Hank and Jan Pym! Get it while it's hot, folks!

ITEM! So what else is new? Glad you asked! FURY No. 11, boasts a collec-

tion of cataclysmic wartime adventure, beginning with the "Court-Martial of Sgt. Fury!" Howzat for a grabber?! Meanwhile, Captain Savage with his band of redoubtable Leatherneck Raiders continues to focus fast-action attention on Objective: Ben Grimm! As you'll readily recall, this titanic tale features the ever-lovin' blue-eyed Thing-of-Fantastic Four fame-before he became the orange brick monster we all know and love today. Toss in a short story with a succinct but slambang shot of excitement, "Jungle Team", and you've got --FURY No. 11!

ITEM! See ya in seven!

Watch out for colourific pin-ups on the back covers of MIGHTY WORLD OF MARVEL, NEW SUPER SPIDER-MAN, and CAPTAIN BRITAIN, this week

There'll be six pin-ups in all, featuring Dracula, Dr. Strange, Howard the Duck, Daredevil, Luke Cage and Captain America

Don't dare miss a single one, y'all hear?



Stan Lee presents

**CAPTAIN
BRITAIN'S**

FUN PAGE

by OWEN MCCARRON

MEET

MARVELON

THE SUPER SUPER- VILLAIN

IT ALL HAPPENED WHEN
13 MARVEL
BADDIES GOT
TOGETHER FOR
A THREE-DAY
BAD-BUDDY
CONVENTION
IN LIVERPOOL.

THE GROUP WAS
HIT BY **INDIA INK**
FALLOUT AND WHEN
THE MESS WAS
CLEANED UP...ALL
THAT REMAINED WAS...

MARVELON

The 13-IN-1 MAN!

Can YOU
Identify The 13
Baddies?

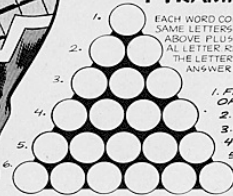
"BET YOU CAN'T"
—Forgetful Larry

LAST WEEK'S
ANSWERS:
JOIN THE DOTS:
GALACTUS

WORDS IN
GALACTUS:

GAS GAUL
GAL TUG
ACT
TAG
STAG
SLAG
LAST
SAG
GUT
CAT
SLUG
CUT
GAT
GALA
CULT
GUST
SLAT
SAT
SALT
LAG

BUILD A MARVEL CHARACTER PYRAMID



EACH WORD CONTAINS THE
SAME LETTERS AS THE WORD
ABOVE, PLUS ONE ADDITIONAL
LETTER. REARRANGE
THE LETTERS FOR THE
ANSWER FOR EACH CLUE

1. FIRST LETTER OF ALPHABET
2. EACH (ABBREV.)
3. YOU HEAR WITH IT
4. THE BACK PART
5. PERSON WHO RAVES
6. CAPTAIN BRITAIN'S FIRST CHALLENGE

Stan Lee PRESENTS: **SPIDEY AND THE WEREWOLF** **TOGETHER!**™

LEN WEIN * ROSS AND DON PERLIN * ARTISTS * GERRY CONWAY * C. JETTER: LETTERER * ROY THOMAS
SCRIPTER * ANDRU * PLOT * EDITOR

WOLF AT BAY

THE MIST ROLLING IN FROM THE **SAN FRANCISCO BAY** IS LACED THIS BALKY NIGHT WITH THE SHARP TANG OF **SEA SALT**—THE SWEET SCENT OF TALL **PINE**--

--ODOURS UNFAMILIAR TO ONE WHOSE NOSTRILS ARE ACCUSTOMED TO THE RATHER MORE **ACRID** ESSENCES OF THE CITY CALLED **NEW YORK**--

--BUT, TO THE WEB-SLINGING **SPIDER-MAN**, THESE ARE THE FRAGRANCES OF **DISTRACTION**--

--THE PERFUMES OF--
ESCAPE!

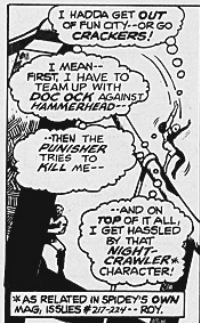
WHO KNOWS--? MAYBE COMIN' TO **SAN FRANCISCO** WAS A GOOD IDEA, AFTER ALL!

MAYBE HERE I CAN FINALLY GET MY MIND OFF **MARY JANE** FOR A WHILE--

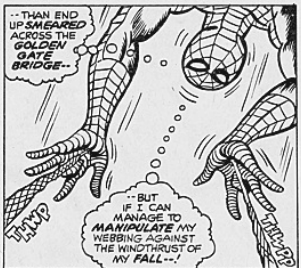
--AND THINK THINGS OUT A BIT!

MAYBE, **SPIDER-MAN**-- BUT SOMEHOW WE **DOUBT** IT--

--ESPECIALLY IF THIS STRANGELY SHAGGY GENTLE-MAN HAS ANYTHING TO SAY ABOUT THE SITUATION!











RIPPLES: CONCENTRIC CIRCLES THAT CURL AWAY ACROSS THE CHILL BAY WATERS TOWARD OBLIVION--



--THESE ARE ALL THAT REMAIN TO MARK THE SPOT WHERE THE SHAGGY CREATURE PLUNGED BENEATH THE SURFACE--

--BUT STILL SPIDER-MAN *SCANS* THE PLACID WATERS MOST CAREFULLY--HIS SHARP EYES SEARCHING FOR A SUDDEN AGITATION--
--A BURSTING BUBBLE OF AIR--



-- SOMETHING TO INDICATE HIS FURRY Foe STILL LIVES--

--AND PEERING EVER DOWNWARD, THE WEB-SLINGER OBVIOUSLY FAILS TO NOTICE THE INTRUSIVE SWIRL OF SMOKE THAT BLOSSOMS BEHIND HIM--



--- SMOKE THAT GRADUALLY TAKES ON THE CONTOURS OF A FACE--



--A FACE WHOSE DARKLING GAZE QUICKLY ASSESSES THE SITUATION--



--THEN TURNS ITS MOUSTACHIOED LIP DOWNWARD IN QUIET FRUSTRATION--



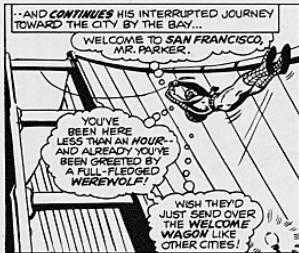
-- BEFORE FADING ONCE MORE INTO DARKNESS AS SPIDER-MAN ABANDONS HIS VIGIL AT LAST--

--AND CONTINUES HIS INTERRUPTED JOURNEY TOWARD THE CITY BY THE BAY...

WELCOME TO SAN FRANCISCO, MR. PARKER.

YOU'VE BEEN HERE LESS THAN AN HOUR-- AND ALREADY YOU'VE BEEN GREETED BY A FULL-FLEDGED WEREWOLF!

WISH THEY'D JUST SEND OVER THE WELCOME WAGON LIKE OTHER CITIES!



COME ON, SPIDEY-- BE SERIOUS!

IF THAT REALLY WAS A WEREWOLF-- WHERE DID IT COME FROM?

AND WHY WAS IT AFTER ME?



NEXT WEEK: THE MENACING MAGIC OF THE MAN CALLED: **MOONDARK!**

PRESENTING
SUSPENSE & INTRIGUE
IN
MARVEL'S MAGNIFICENT ADAPTATION
OF THE
CLASSIC NOVEL
MASTER OF THE WORLD

BY
**JULES
VERNE**

**ON
SALE
NOW!**



**PRICE
20p**

Stan Lee NICK FURY, AGENT OF S.H.I.E.L.D.!
PRESENTS: SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION

AN UNSUCCESSFUL ATTEMPT TO KILL NICK FURY HAS JUST BEEN MADE, AND HYDRA AGENT "L" IS ONLY THE LASTEST OF MANY WHO HAVE TO FACE THE UNFORTUNATE CONSEQUENCES OF SUCH A FAILURE!

THUS IT IS THAT, WITHIN MOMENTS, THE FOREMENTIONED SECTION LEADER STEALTHILY APPROACHES A HIGHLY SECRET CHAMBER... SOMEWHERE IN THE VERY HEART OF THE UNSUSPECTING CITY...

MINE WAS THE RESPONSIBILITY...
AND MINE THE FAILURE!

BUT, THE
PENALTY
FOR FAILURE...
IS DEATH!

... DEATH
... OR SUCH
PUNISHMENT
AS SHALL MAKE
THE LIVING ENVY
THE DEAD!

AND YET, NEVER
BEFORE HAVE I
FAILED IN ANY
MISSION!

PERHAPS THE
MASTER WILL BE
MERCIFUL...
JUST THIS ONCE...
JUST THIS
ONCE!

BUT, SCANT
SECONDS LATER,
EVEN SUCH
HALTING AS
OPTIMISM AS
THIS PROVES
BUT A FORLORN
HOPE, AS...

AGENT L...
MAKE YOUR
REPORT...
IN THE MOST
CONCISE
TERMS!

DOES NICK FURY
LIVE... OR HAS
HE BEEN EXECUTED
AS I ORDERED?

HE... LIVES,
SIRE! BUT, IT
WAS NOT
MY FAULT..!

SILENCE!

SPARE
ME AT LEAST,
YOUR SMELLING
WHINES OF SELF-
PITY!

STAN LEE - EDITOR
ROY THOMAS - WRITER
FRANK SPRINGER - ARTIST
SAM ROSEN - LETTERER

DO YOU TRULY IMAGINE
THERE IS ANYTHING YOU
CAN SAY THAT WILL CHANGE
YOUR ULTIMATE FATE?

... SO THE WORLD MAY BE

FREE!



YOU SHALL BE DISCARDED,
AND REPLACED BY
ANOTHER FROM THE
RANKS OF HYDRA...

UNLESS YOU CAN DEFEAT
HIM WHO WOULD REPLACE
YOU...IN MORTAL COMBAT!



NOW, TAKE YOUR PLACE UPON
THE PENDULUM!

BUT, MASTER...
THE MAN I
MUST BATTLE
HOLDS A
WEAPON!

AND I...
AM
UNARMED!!



OF COURSE! IT
IS INTENDED THAT
YOU LOSE... AND THAT
YOU DIE...

...UNLESS YOU CAN
TRIUMPH BY DECEIT...
BY TRICKERY...

AND NOW, LET
THE COMBAT
COMMENCE!

THUS, THE DEADLY DUEL BEGINS...



HOLD
STILL,
DOOMED
ONE...

...THAT YOUR
DEATH MAY
BE A QUICK
ONE...AND LESS
PAINFUL!

NO!
NOOOO!

I WANT TO
LIVE! I
WANT TO
LIVE!



WEAKLING!
DO NOT ALL MEMBERS
OF HYDRA PLEDGE TO
GIVE THEIR VERY
LIVES TO THE
CAUSE...

BUT, I'VE
BEEN LOYAL...
FAITHFUL
TO THE END!

...TO THE
ONE WHOM
WE CALL THE
MASTER?

NOW...IF ONLY
I CAN GRAB
HIS GUN...
BEFORE...



YES,
WITLESS
ONE...YOU
WERE FAITH-
FUL TO THE
END...

BUT THIS,
ALAS...IS
THE END!



THEN, AS A LIFELESS FORM SPRAWLS,
FACE DOWN, ON THE MARBLED FLOOR...

HE WILL FAIL YOU NO
MORE, MASTER!

PREPARE TO
UNMASK,
AGENT H...
AND JOIN THE
CIRCLE OF
ASSASSINS!

FOR, YOU
ARE THE
FIRST
FEMALE
EVER TO
ATTAIN SO
EXALTED A RANK!

SPEAK,
NOW, THE
OATH WHICH
WAS SWORN IN
BLOOD!

WHILE,
IN A
DARKENED
ROOM, NOT FAR
AWAY... AND YET
COUNTLESS WORLDS
DISTANT... NICK FURY
WAITS...!

SORRY ABOUT THE
DELAY, COLONEL!

BUT YOU'LL
UNDERSTAND

THAT EVEN WITH YOU...
THERE MUST BE A
FINAL CHECK...

BEFORE YOU CAN BE
ADMITTED TO THE
INNER COUNCIL
OF SHIELD!

PLAY ALL THE
GAMES YA WANT,
MAC... I'M ON THE
GOVERNMENT
PAYROLL, Y'KNOW!

HAIL HYDRA!
IMMORTAL
HYDRA!

WE SHALL
NEVER BE
DESTROYED!

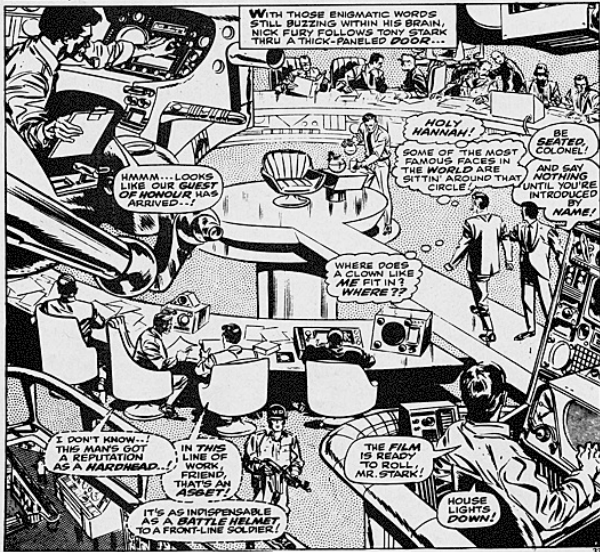
CUT OFF
A LIMB...
AND TWO
MORE
SHALL TAKE
ITS PLACE!

WE SERVE
NONE BUT
THE MASTER...
AS THE WORLD
SHALL SOON
SERVE US!

HAIL
HYDRA!

ME, I WAS JUST
THINKIN' ABOUT ALL
THE THINGS THAT CAN
HAPPEN TO A JOE
IN ONE LIFETIME...

... AND WONDERIN'
HOW A MULE-HEADED
EX-COMMANDO
WOUND UP HERE...
WHEREVER I AM!



NEXT, AS THE HEAVILY-GUARDED CHAMBER IS PLUNGED INTO DARKNESS...

WHY DON'TCHA GET TO THE POINT, MR. STARK? WHY AM I HERE? AND WHERE ARE WE?

THAT YOU SHALL LEARN, COLONEL...

...AFTER YOU OBSERVE OUR FILM!

OKAY, OKAY... SO I'M A ONE-MAN CAPTIVE AUDIENCE!

BUT, IF IT COMES ON LIKE ONE BIG COMMERCIAL... I'M CUTTIN' OUT!

"IF IT DOES," NARRATES TONY STARK, IT WON'T SOUND LIKE A FREE PLUG FOR SHIELD... BUT FOR THE SINISTER GROUP KNOWN AS... HYDRA...!"

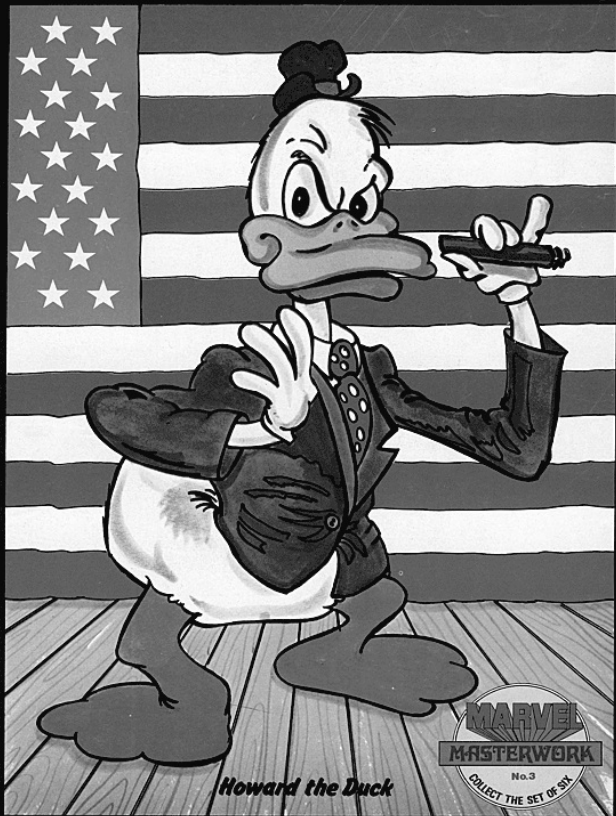
"YES, COLONEL... THOSE ARE HYDRA'S PLANES, SHIPS AND SUBS... AN ARSENAL LARGER THAN THAT OF MOST ENTIRE NATIONS."

"THESE CAPTURED FILMS SHOW HOW MIND-STAGGERING... HOW ALMOST LIMITLESS... IS THE POWER OF HYDRA... BUT THEY DON'T TELL US WHERE THE ORGANIZATION'S SECRET HQ IS LOCATED..."

"AND, AS FOR ITS LEADERSHIP, WE KNOW ONLY THAT IT IS HEADED BY ONE MAN... THE SUPREME HYDRA... A SINISTER FIGURE DEDICATED TO THE VERY DOWNFALL OF CIVILIZATION... AS WE KNOW IT..."







Howard the Duck

